



Corporate Headquarters
P.O. Box 1057R
Morristown, New Jersey 07960

RECORDATION NO. 1671-4 Filed & Recorded

SEP 8 1978 -4 55 PM

INTERSTATE COMMERCE COMMISSION

September 8, 1978

Secretary of the Interstate
Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 1671-4 Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

Dear Sir:

The following documents are transmitted herewith for recordation pursuant to Section 20 c of the Interstate Commerce Act:

1. Supplement to Railroad Equipment Lease and Agreement dated as of September 1, 1978 between Alltank Equipment Corp., Lessor, and Allied Chemical Corporation, Lessee (Lease recorded under No. 6671 at 12:30 P.M. on August 1, 1972).

2. Third Supplemental Indenture dated as of September 1, 1978 to the Indenture of Mortgage and Deed of Trust dated as of July 15, 1972 between Alltank Equipment Corp. and Shawmut Bank of Boston, N.A., as Trustee (Indenture recorded under No. 6671-B at 12:30 P.M. on August 1, 1972).

With respect to each of the above documents we are enclosing two executed counterparts for retention in the files of the Commission and three executed counterparts to be returned with the recording data noted thereon.

The addresses of the parties to the documents described above are as follows:

Allied Chemical Corporation
P. O. Box 1219R
Morristown, New Jersey 07960

Alltank Equipment Corp.
c/o Hubbard, Westervelt & Mottelay, Inc.
1 Liberty Plaza
New York, New York 10006

Shawmut Bank of Boston, N.A.
Trust Department
1 Federal Street
Boston, Massachusetts 02211

RECEIVED

SEP 8 4 40 PM '78

I.C.C.
FEE OPERATION DR.

8-2711-4
SEP 8 1978
Date
File # 20
ICC Washington, D. C.

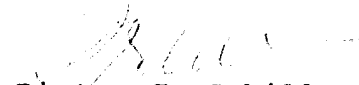
A description of the railroad cars leased under the above Supplement to Railroad Equipment Lease and Agreement and mortgaged under the above Third Supplemental Indenture is attached as Exhibit A to this letter.

Also enclosed is our check in the amount of \$20 in payment of your recordation fee.

The name and address of the person to whom the three extra counterparts of the enclosed documents should be returned is:

Wilmer, Cutler & Pickering
1666 K Street
Washington, D. C. 20006

Very truly yours,


Pieter J. Schiller
Treasurer

Attachment

EXHIBIT A

Description of Substituted Cars

<u>Number of Cars</u>	<u>Identifying Marks</u> <u>From</u> <u>To</u>	<u>D.O.T. or A.A.R. Specification</u>	<u>Capacity</u>	<u>Type of Service</u>	<u>Date of Acquisition</u>
29 ACTX	945476 945504	(AAR) LO-Hopper	5250 cubic feet	High Density Polyethylene	July 1972
18 ACTX	945533 945550	(AAR) LO-Hopper	5250 cubic feet	High Density Polyethylene	September 1973
7 ACTX	420077 420083	111A 60 W1	21,700 gallons	Phenol/Formaldehyde	December 1973
8 ACTX	420069 420076	111A 60 W1	21,700 gallons	Phenol/Formaldehyde	December 1973
5 ACTX	944685 944689	(AAR) LO-Sparger	4650 cubic feet	Calcium Chloride Solid	September 1974

Interstate Commerce Commission
Washington, D.C. 20423

9/8/78

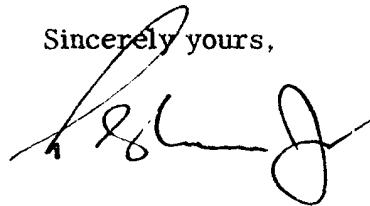
OFFICE OF THE SECRETARY

Pieter J. Schiller
Treasurer
Allied Chemical
P.O.Box 1057R
Morristown, New Jersey 07960

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **9/8/78** at **4:45pm**,
and assigned recordation number(s) **6671-G & 6671-H**

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION NO. *6671-1* Filed & Recorded

SEP 8 1978 -4 55 PM

INTERSTATE COMMERCE COMMISSION
ALLTANK EQUIPMENT CORP.

To

SHAWMUT BANK OF BOSTON, N.A.

As Trustee

THIRD SUPPLEMENTAL INDENTURE

Dated as of September 1, 1978

To

INDENTURE OF MORTGAGE

and

DEED OF TRUST

Dated as of July 15, 1972

7% Series A Notes
7.9% Series B Notes

Third Supplemental Indenture dated as of September 1, 1978 between Alltank Equipment Corp., a Delaware corporation (the "Company") and Shawmut Bank of Boston, N.A. as Trustee (said Trustee and any successor thereto being herein called the "Trustee").

WHEREAS, in order to secure certain indebtedness the Company has by an Indenture of Mortgage and Deed of Trust dated as of July 15, 1972, and supplemented by a First Supplemental Indenture dated as of June 15, 1973 and a Second Supplemental Indenture dated as of February 15, 1974 (the "Indenture"), mortgaged, conveyed and assigned to the Trustee (subject to the rights of Allied Chemical Corporation under the lease hereinafter referred to) the railroad cars ("Cars") which are at any time and from time to time acquired by the Company from Allied Chemical Corporation ("Allied") and leased to Allied under a certain Railroad Equipment Lease and Agreement dated as of July 15, 1972 ("Assigned Lease");

WHEREAS, the Company has acquired certain additional items of railroad rolling stock which are of the same character as the Cars (the "Substituted Cars") and the Company and Allied have executed and delivered a supplement to the Assigned Lease in the form of Annex A hereto wherein the Substituted Cars have been made subject to the Assigned Lease in substitution for certain other cars originally included therein;

WHEREAS, the Company and the Trustee desire to amend the Indenture to subject the Substituted Cars to the lien thereof for the benefit and security of the indebtedness secured thereby; and

WHEREAS, the Company has performed or caused to be performed all things necessary to make this Third Supplemental Indenture a valid mortgage and deed of trust of the property referred to herein, and the execution and delivery of this Third Supplemental Indenture has been duly authorized in all respects:

NOW, THEREFORE, THIS THIRD SUPPLEMENTAL INDENTURE WITNESSETH: That the Company in consideration of the premises and for the purposes set forth in the Indenture has executed and delivered this Third Supplemental Indenture and has granted, bargained, sold, warranted, aliened, demised, released, conveyed, assigned, transferred, mortgaged, hypothecated, deposited, pledged, set over and confirmed and by these presents does grant, bargain, sell, warrant, alien, demise, release, convey, assign, transfer, mortgage, hypothecate, deposit, pledge, set over and confirm unto the Trustee, and to its successors in the trust hereby created and assigns forever, all its estate, right, title and interest in, to and under any and all of the following described property:

(i) the 67 railroad cars listed and described in Annex A hereto, subject to the rights of Allied under the Assigned Lease as supplemented, and

(ii) the supplement to Assigned Lease;

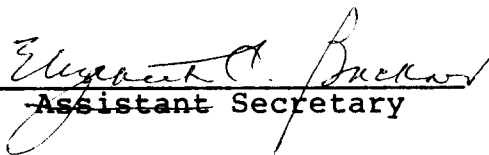
to be held by the Trustee upon and subject to the covenants, conditions, uses and Trusts set forth in the Indenture.

IN WITNESS WHEREOF the parties hereto have caused this Third Supplemental Indenture to be duly executed by their respective officers thereunto duly authorized, as of the day and year first above written.

ALLTANK EQUIPMENT CORP.

By 
President

Attest:


Assistant Secretary

Shawmut Bank of Boston, N.A.
as Trustee

By 
Trust Officer

Attest:


Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 24th day of September, 1978, before me personally came James D. Price to me known, who being by me duly sworn, did depose and say that he resides at 34 Carrigan Avenue West Flamingo; that he is President of Alltank Equipment Corp., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

Richard Rudder
Notary Public


Seal

RICHARD RUDDER
Notary Public, State of New York
No. 31-3392736
Qualified in New York County
Commission Expires March 30, 1982

Commonwealth of Massachusetts)
County of Suffolk)

On this 7th day of September, 1978, before me, _____, a notary public in and for the Commonwealth, personally in said County and Commonwealth appeared _____ M. C. Odess and G. H. Sellen to me personally known to be a Trust Officer and an Assistant Secretary, respectively, of SHAWMUT BANK OF BOSTON, ^{MA} a national banking association, one of the parties named in and executing the foregoing instrument, who produced said instrument to me in said County and Commonwealth aforesaid and who, by me being duly sworn, did severally depose, say and act, on their several oaths, in said County and Commonwealth aforesaid, that said corporation executed said instrument; that they know the seal of said corporation; that the affixed seal to said instrument is the corporate seal of said corporation; that they, being informed of the contents of said instrument, signed and sealed said instrument and that they executed the same in the name and on behalf of said corporation by order, authority and resolution of its Board of Directors and that they signed their names thereto by like order; that they executed the same, as and said instrument is, their free and voluntary act and deed and the free and voluntary act and deed of said corporation for the consideration, uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and Commonwealth aforesaid on the day and year above written.


Notary Public
 CLINTON W. CASHMAN
 My Commission Expires Sep. 27, 1979

Seal